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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: AC3 DISTRIBUTORS, INC.
AUDIT NUMBER.....H98000020523
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

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of

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AC3 Distributors, Inc.

(Name of Corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME/ADDRESS

The name of the Corporation and address of the Corporation is:

Principal: AC3 Distributors, Inc.
Address: 9506 So. Red Road - Miami, Florida

ARTICLE II - DURATION

This Corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue FIFTY (50) Shares of TEN Dollar(s) (\$ 10.00) par value Common Stock, which shall be designated "Common Shares".

Prepared By: DOUGLAS W. OUSTERLE
9506 So. Red Road
MIAMI, FLORIDA 33156
(305) 665.7155 H98000020523

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

Name: Douglas W. OSTERLE
Address: 9506 So. Red Road
City: Miami State: FL Zip: 33156

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have One (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the Corporation are as follows:

Name: Douglas W. OSTERLE
Address: 9506 So. Red Road
City: Miami State: FLORIDA Zip: 33156

Name: _____
Address: _____
City: _____ State _____ Zip _____

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 4 day of November, 1998.

Douglas W. Osterle
Douglas W. Osterle
9506 So. Red Road
Miami, FL 33156

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CERTIFICATE TO ACKNOWLEDGE REGISTERED AGENT

Certificate of Registered Agent

of:

AC3 Distributors, Inc.

Pursuant to Florida Statutes, Section 48.091 and 607.034, the following is submitted: The above Corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at: 9506 SO. RED ROAD

MIAMI FLORIDA 33156

has named: DOUGLAS W. OESTERLE

located at the aforesaid address, as its Registered Agent accept service of process within this state.

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ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation at this place designated in this certificate I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Douglas W. Oesterle
Registered Agent

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